

October 15, 2007

Filed via ECFS and IBFS

Ms. Marlene Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

RE: Joint International and Domestic Section 214 Application Filed for the Transfer of Control of Integra Telecom Holdings, Inc., Eschelon Telecom, Inc., Electric Lightwave, LLC, and other subsidiaries of Integra Telecom Holdings, Inc., WC Docket No. 07-206: IB Dockets: ITC-T/C-20070918-00383; ITC-T/C-20070928-00395; ITC-T/C-20070928-00396:  
Supplemental Filing

Dear Ms. Dortch:

On behalf of Integra Telecom Holdings, Inc. ("Integra Holdings"), Eschelon Telecom, Inc., Electric Lightwave, LLC, and other subsidiaries of Integra Holdings set forth in the above-referenced application (collectively, the "Applicants"), this supplement is filed pursuant to Section 1.65 of the Commission's Rules to update the record with respect to the above-referenced application in connection with a request from Commission staff in the International Bureau.

First, Commission staff in the International Bureau have requested that pre-and post-transaction ownership information for the Transferors and the Transferees in the above-referenced application be provided in chart form. Commission staff requested that the ownership charts depict the organizational control of each Transferee, as well as entities holding direct and indirect equity interests of 10% or greater in each Transferee. Charts containing this requested ownership information is attached. Because Transferee Warburg Pincus Private Equity IX, L.P. ("WP IX") may elect to assign its right to purchase an interest in Integra Telecom, Inc., the parent company of Integra Holdings, to Warburg Pincus Private Equity X, L.P. ("WP X"), the post-transaction information is set forth in two charts, one assuming WP IX will hold the interest, and the other assuming that WP X will hold the interest. All entities identified on the ownership charts are either organized in or citizens of the United States, unless otherwise noted.

In addition, pursuant to Section 1.65 of the Commission's rules, the Applicants have set forth in the charts and herein additional ownership information pertaining to the organizational control of Transferor and Transferee Boston Ventures Limited Partnership V ("Boston Ventures"). Specifically, Boston Ventures Company V, L.L.C. ("BV LLC") is the sole general partner of and directly controls Boston Ventures. BV LLC also holds a limited partner interest in

Boston Ventures which, aggregated with its general partner interest, is below 10% of the equity of Boston Ventures.

BV LLC is in turn controlled in the aggregate by its four managing directors: Anthony J. Bolland, Roy F. Coppedge, III, Barbara M. Ginader, and James M. Wilson. As noted in the ownership charts, two of these managing directors (Anthony J. Bolland and James M. Wilson) are citizens of the United Kingdom. The other two individuals, Roy F. Coppedge, III and Barbara M. Ginader, are U.S. citizens. Pursuant to the terms of the operating company agreement for BV LLC, no single managing director controls BV LLC; rather, decisions of BV LLC require the consent of three out of four of the managing directors. Thus, the managing directors of BV LLC in the aggregate control BV LLC and indirectly in the aggregate control Boston Ventures.

The address for BV LLC and the managing directors identified above is as follows:

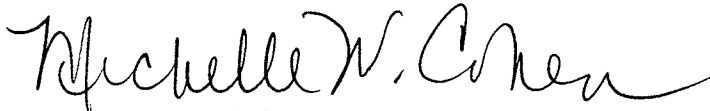
125 High Street, 17th Floor  
Boston, MA 21001

In addition, and as indicated in the relevant attachments and in the application captioned above, the entity BACM I GP, LLC holds a nominal General Partnership interest in Banc of America Capital Management V, L.P. (the nominal General Partner of Transferee Banc of America Capital Investors V, LP). The Applicants clarify that BACM I GP, LLC does not hold a limited partnership interest in Transferee Banc of America Capital Management V, L.P. This clarification also applies to Transferor Banc of America Capital Investors, LP.

Further, Commission staff have requested information concerning how Boston Ventures is related to Boston Ventures Limited Partnership VII, a proposed transferee in a separate, unrelated application, WC Docket 07-202. Our understanding is that the two entities are related because the General Partners of the two funds have two managing directors in common. Those two individuals are Anthony J. Bolland and Roy F. Coppedge, III.

Please do not hesitate to contact the undersigned if you have any questions regarding the foregoing.

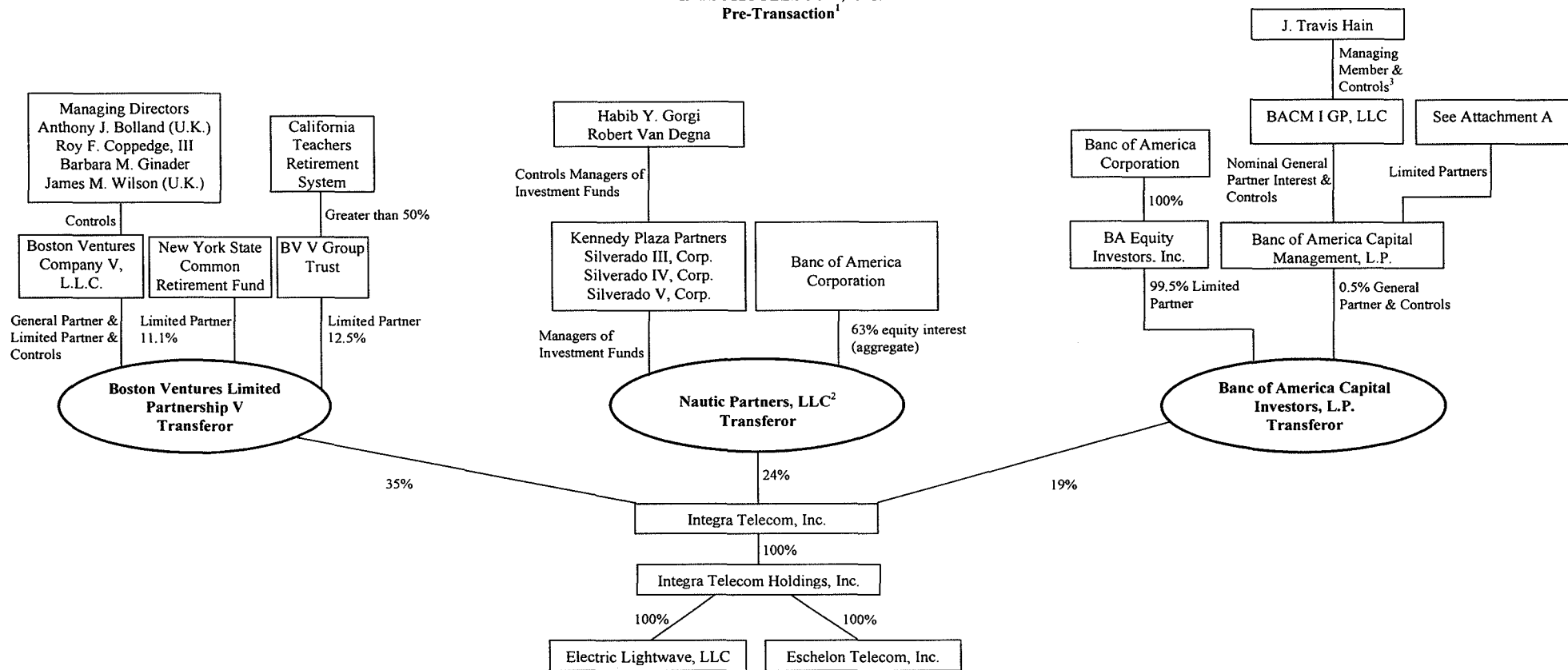
Respectfully submitted,



Michelle W. Cohen

cc:     www.bcpweb.com (Commission's duplicating contractor)  
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**INTEGRA TELECOM, INC.**  
**Pre-Transaction<sup>1</sup>**



<sup>1</sup> This chart depicts the current, direct shareholders of Integra Telecom, Inc. that are the Transferors for purposes of the transaction, subject to note 2 below. This chart also depicts those entities/persons with a direct or indirect 10% or greater equity interest in a Transferor and the control structure of each Transferor. Current ownership percentages are approximate. Percentages are based on value of ownership of various series and classes, not percentages of voting securities. No entity holds greater than 50% of voting shares.

<sup>2</sup> Nautic Partners, LLC is attributed with an approximate 24% interest in Integra, aggregating the ownership interests held by six investment funds (each of which are organized in the U.S.) that are each managed by one of the entities identified in the chart. Only one of the six investment funds, Fleet Growth Resources III, Inc., holds an equity interest of 10% or greater in Integra Telecom, Inc. (11.6%). Banc of America Corporation holds an equity interest in four of the six investment funds, which in the aggregate equals 63% of the interest attributed to Nautic Partners, LLC, and which in the aggregate equals a 14.78 percent indirect interest in Integra Telecom.

<sup>3</sup> J. Travis Hain is an employee of Banc of America Corporation. As managing member of BACM I GP, LLC, Mr. Hain has authority to make decisions related to the day-to-day operations of Banc of America Capital Management, L.P. and Banc of America Capital Investors, L.P., subject to certain rules of governance contained in the governance documents of these entities. In the event Mr. Hain ceases to be an employee of Banc of America, a new managing member would be chosen by the other members of BACM I GP, LLC with the consent of Banc of America as the majority limited partner.

The diagram illustrates the corporate structure and ownership of Integra Telecom, Inc. and its subsidiaries. Key entities and their relationships are as follows:

- Warburg Pincus Private Equity IX, L.P. Transferee** (Oval) is the sole general partner and controls Warburg Pincus IX LLC, which is the sole member and controls Warburg Pincus Partners LLC, which in turn controls Warburg Pincus & Co. Warburg Pincus & Co. is managed by Charles R. Kaye and Joseph P. Landy, both Managing General Partners & Co-Presidents & Managing Members of Warburg Pincus LLC. Warburg Pincus Private Equity IX, L.P. Transferee also has a management agreement with Warburg Pincus LLC.
- Boston Ventures Limited Partnership V Transferee** (Oval) is a limited partner (11.1%) in Boston Ventures Company V, L.L.C., which is controlled by Managing Directors Anthony J. Bolland (U.K.), Roy F. Coppedge, III, Barbara M. Ginader, and James M. Wilson (U.K.). It is also a limited partner (12.5%) in BV V Group Trust, which is controlled by the California Teachers Retirement System (greater than 50%).
- Banc of America Capital Investors V, L.P. Transferee** (Oval) is a 99.5% limited partner in BA Equity Investors, Inc., which is 100% owned by Banc of America Corporation. It is also a 0.5% general partner and controls Banc of America Capital Management V, L.P., which is a nominal general partner interest & limited partner & controls. See Attachment B for more details.
- Integra Telecom, Inc.** is 35% owned by Warburg Pincus Private Equity IX, L.P. Transferee, 35% by Boston Ventures Limited Partnership V Transferee, and 30% by Banc of America Capital Investors V, L.P. Transferee. It is 100% owned by Integra Telecom Holdings, Inc., which in turn is 100% owned by Electric Lightwave, LLC and Eschelon Telecom, Inc.

**Note:** 35%-70% -- Warburg Pincus' ownership in the Company will depend on the number of shareholders electing to receive cash in exchange for their shares in the recapitalization transaction. Warburg Pincus Private Equity IX may assign its rights to Warburg Pincus Private Equity X prior to the closing of the transaction.

**Other Notes:** Shares equaling 0-8% Banc of America Capital Investors, L.P. will make its ownership election by October 16, 2007.

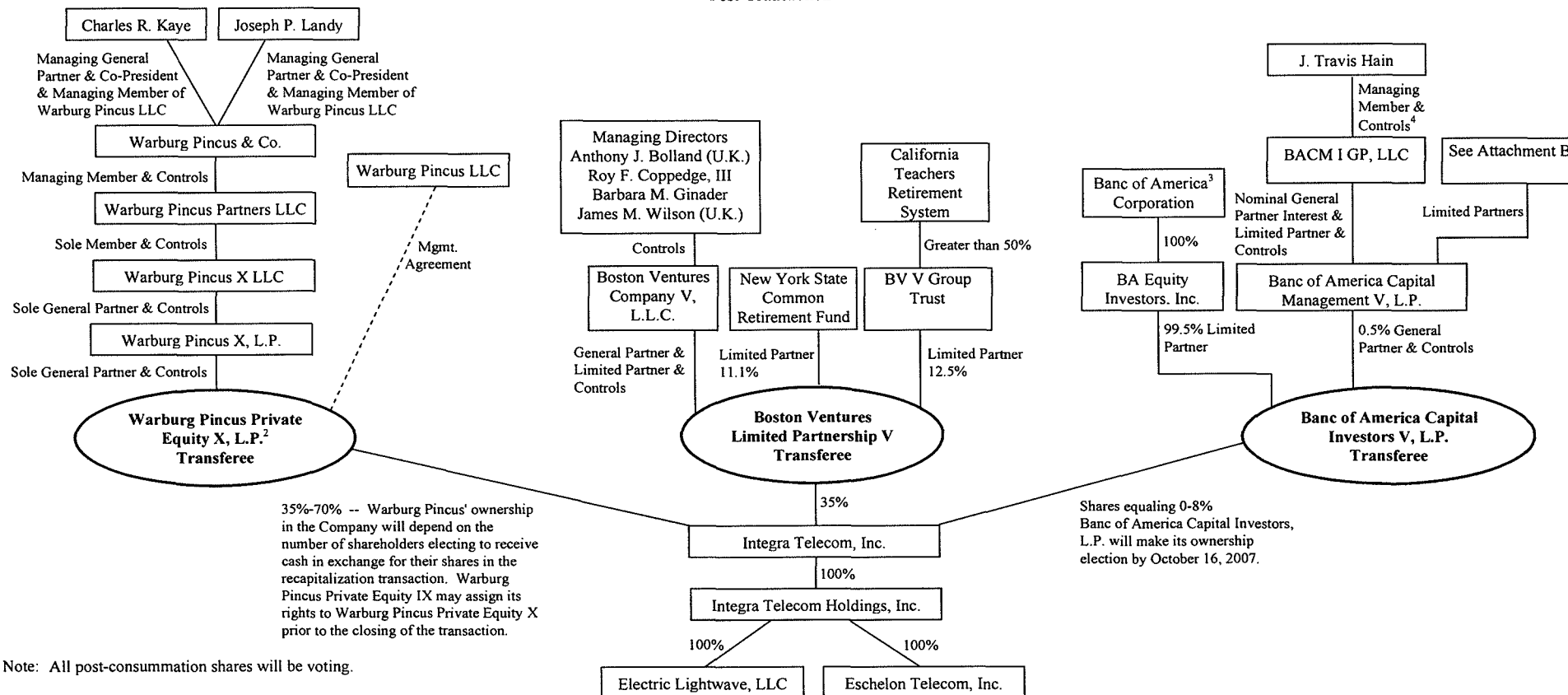
<sup>1</sup> This chart depicts the proposed, direct shareholders of Integra Telecom, Inc. that are identified as Transferees in the Application. This chart also depicts those entities/persons with direct or indirect 10% or greater equity interest in a Transferee. Finally, the chart depicts the control structure of each Transferee. All entities and persons are organized in or citizens of the U.S., unless otherwise noted.

<sup>2</sup> None of the limited partners in Warburg Pincus Private Equity IX, L.P. owns a 10% or greater equity interest in the fund. Moreover, Warburg Pincus IX LLC does not own a 10% or greater equity interest in Warburg Pincus Private Equity IX, L.P.

<sup>3</sup> Banc of America Corporation is publicly traded. No single individual or entity owns a 10% or greater interest in Banc of America Corporation.

<sup>4</sup> J. Travis Hain is an employee of Banc of America Corporation. As managing member of BACM I GP, LLC, Mr. Hain has authority to make decisions related to the day-to-day operations of Banc of America Capital Management V, L.P. and Banc of America Capital Investors V, L.P., subject to certain rules of governance contained in the governance documents of these entities. In the event Mr. Hain ceases to be an employee of Banc of America, a new managing member would be chosen by the other members of BACM I GP, LLC with the consent of Banc of America as the majority limited partner.

**INTEGRA TELECOM, INC.  
Post-Transaction<sup>1</sup>**



<sup>1</sup> This chart depicts the proposed, direct shareholders of Integra Telecom, Inc. that are identified as Transferees in the Application. This chart also depicts those entities/persons with direct or indirect 10% or greater equity interest in a Transferee. Finally, the chart depicts the control structure of each Transferee. All entities and persons are organized in or citizens of the U.S., unless otherwise noted.

<sup>2</sup> It is expected that none of the limited partners in Warburg Pincus Private Equity X, L.P. will own a 10% or greater equity interest in the fund. Moreover, neither Warburg Pincus X L.P. nor Warburg Pincus Private Equity X, LLC owns a 10% or greater equity interest in Warburg Pincus Private Equity X, L.P.

<sup>3</sup> Banc of America Corporation is publicly traded. No single individual or entity owns a 10% or greater interest in Banc of America Corporation.

<sup>4</sup> J. Travis Hain is an employee of Banc of America Corporation. As managing member of BACM I GP, LLC, Mr. Hain has authority to make decisions related to the day-to-day operations of Banc of America Capital Management V, L.P. and Banc of America Capital Investors V, L.P., subject to certain rules of governance contained in the governance documents of these entities. In the event Mr. Hain ceases to be an employee of Banc of America, a new managing member would be chosen by the other members of BACM I GP, LLC with the consent of Banc of America as the majority limited partner.

INTEGRA TELECOM, INC.  
Attachment A

The following entities have a 10% or greater limited partner ownership interest in Transferee **Banc of America Capital Management, L.P.** (all are U.S. citizens):

Name: J. Travis Hain  
Ownership: 13.3% Limited Partnership interest  
Mr. Hain is also the managing member of BACM I GP, LLC.

Name: W.W. Walker, Jr.  
Ownership: 14.3% Limited Partnership interest

Name: Ann H. Browning  
Ownership: 13.3% Limited Partnership interest

Name: George E. Morgan, III  
Ownership: 13.3% Limited Partnership interest

Name: Walker L. Poole  
Ownership: 13.3% Limited Partnership interest

Name: Robert H. Sheridan, III  
Ownership: 13.3% Limited Partnership interest

INTEGRA TELECOM, INC.  
Attachment B

The following entities have a 10% or greater limited partner ownership interest in Transferee **Banc of America Capital Management V, L.P.** (all are U.S. citizens):

Name: J. Travis Hain  
Ownership: 12.79375% Limited Partnership interest  
Mr. Hain is also the managing member of BACM I GP, LLC.

Name: George E. Morgan, III  
Ownership: 11.51437% Limited Partnership interest

Name: Walker L. Poole  
Ownership: 12.79375% Limited Partnership interest

Name: Robert H. Sheridan, III  
Ownership: 12.79375% Limited Partnership interest

Name: Robert L. Edwards, Jr.  
Ownership: 10.235% Limited Partnership interest

Name: Craig A. Elson  
Ownership: 10.235% Limited Partnership interest

Name: John A. Shimp  
Ownership: 10.235% Limited Partnership interest

Name: Scott R. Poole  
Ownership: 10.235% Limited Partnership interest